

AGREEMENT OF CONSOLIDATION

CHATHAM & LEBANON VALLEY RAILROAD

AND

RUTLAND RAILROAD COMPANY

FORMING

RUTLAND RAILROAD COMPANY

NOVEMBER 1st, 1901.

AGREEMENT made this first day of November, 1901, between the Directors of the Chatham & Lebanon Valley Railroad, and said Chatham & Lebanon Valley Railroad, party of the first part, and the Directors of the Rutland Railroad Company and said Rutland Railroad Company, party of the second part, under the corporate seals of said Companies, WITNESSETH:

WHEREAS, the said Chatham & Lebanon Valley Railroad, said party of the first part, the capital stock whereof is One Million Dollars (\$1,000,000.00) divided into ten thousand shares of stock, all of the par value of One Hundred Dollars (\$100) each, is a railroad corporation organized under the laws of the State of New York owning and operating a railroad within said State and,

WHEREAS the Rutland Railroad Company, said party of the second part, the capital stock whereof is Eight Million Seven Hundred and sixty-six Thousand Dollars (\$8,766,000.00), consisting of eighty-five thousand five hundred and seventy-six shares of Preferred or Guaranteed Stock and two thousand and eighty-four shares of common stock, all of the par value of \$100 each, is a railroad corporation organized under the laws of the State of Vermont, and owning and operating a railroad within the States of Vermont and New York, and,

WHEREAS the railroads of said Companies form a continuous or connected line of railroad with each other.

NOW THEREFORE in consideration of the mutual covenants and agreements herein contained, the said parties hereto do hereby merge and consolidate the capital stock, franchises, and property of said parties hereto so as to form one Company under and in pursuance of the laws of the State of New York, and State of Vermont, in such case made and provided and by these presents, they do hereby covenant and agree upon and prescribe the terms and conditions of such consolidation and the mode of carrying the same into effect, which said terms and conditions they mutually agree to observe, to wit:

1. That the name of the corporation hereby formed by said consolidation shall be Rutland Railroad Company.

2. That the number of Directors of said corporation shall be nine.

3. That the names and places of residence of the Directors and the other officers of said Rutland Railroad Company, who shall be the first directors and officers thereof, and shall manage its affairs until the next annual election hereinafter provided for or until others are chosen in their places, are as follows, to-wit:

| <i>Names of Directors</i> | <i>Residences</i> |
|---------------------------|-------------------|
| PERCIVAL W. CLEMENT, | Rutland, Vt. |
| GEORGE H. BALL, | Boston, Mass. |
| JOHN W. STEWART, | Middlebury, Vt. |
| WALLACE C. CLEMENT, | Rutland, Vt. |
| EDGAR HARDING, | Boston, Mass. |
| W. SEWARD WEBB, | Shelburne, Vt. |
| E. V. W. ROSSITER, | New York City |
| GEORGE BIRD, | New York City |
| S. R. CALLAWAY, | New York City |

| <i>Officers</i> | <i>Names</i> | <i>Residences</i> |
|-------------------------|---------------------|-------------------|
| President, | PERCIVAL W. CLEMENT | Rutland, Vt. |
| Vice President, | HENRY G. SMITH, | Rutland, Vt. |
| Treasurer | O. F. HARRISON, | Rutland, Vt. |
| Secretary and Clerk, | HENRY G. SMITH, | Rutland, Vt. |

4. That the capital stock of said Rutland Railroad Company shall be Nine Million, Two Hundred and Sixty-six Thousand Dollars consisting of ninety thousand five hundred and seventy-six shares of Preferred or Guaranteed Stock and two thousand and eighty-four shares of common stock, all of the par value of one hundred dollars each and the rights of such preferred or guaranteed stock and common stock shall be such as are determined by the Acts of the State of Vermont incorporating said Rutland Railroad Company; and said common stock may be converted into preferred or guaranteed stock upon such terms as the Directors may determine, as provided in an Act entitled "AN ACT TO CONSOLIDATE THE RUTLAND RAILROAD SYSTEM," approved by the Legislature of the State of Vermont, October 29, 1900. The right is reserved to increase from time to time the capital stock of said Rutland Railroad Company in the manner prescribed by law.

5. That the manner of converting said capital stock of the said Chatham & Lebanon Valley Railroad into the capital stock of said Rutland Railroad Company shall be as follows:

That the capital stock of said Chatham & Lebanon Valley Railroad shall be convertible into the capital stock of said Rutland Railroad Company at the rate of two

shares of said stock of said Chatham & Lebanon Valley Railroad, for one share of said preferred or guaranteed stock of said Rutland Railroad Company and upon presentation and surrender of any outstanding certificate of stock of said Chatham & Lebanon Valley Railroad certificates of stock of said Rutland Railroad Company shall be issued to the holder thereof in the proportion as above set forth. It shall not be necessary for the present stockholders of said Rutland Railroad Company to take out new certificates of stock under this agreement. The stock of the Rutland Railroad Company, which may be issued for stock of the Chatham & Lebanon Valley Railroad, which is owned by the Rutland Railroad Company, may be held or disposed of by said Rutland Railroad Company as provided in said Act of the Legislature of the State of Vermont, entitled "An Act to Consolidate the Rutland Railroad System."

6. There shall be an election of Directors of said Rutland Railroad Company during the month of July, 1902, and thereafter the Directors and officers shall be chosen according to the by-laws of said corporation.

7. Upon the execution, ratification, and filing of this agreement, as provided by the laws of the State of Vermont and of the State of New York this agreement shall be deemed and taken to be the act of consolidation of said corporations, and thereafter such corporations, parties hereto, shall be one corporation by the name of the Rutland Railroad Company, but such act of consolidation shall not release said Rutland Railroad Company from any of the restrictions or duties of the said corporations so consolidated and shall not abridge in any par-

ticular any of the powers, privileges and franchises of said Rutland Railroad Company party hereto.

8. Upon the consummation of this act of consolidation, all general and special rights, powers, privileges, immunities, exemptions, exceptions, capacities, benefits, advantages, grants and franchises of each of the corporations, parties to the same and of all other companies to whose right and property either of them have succeeded, and all property, real, personal or mixed and all the debts due on whatever account to either of them as well as all stock, stock subscriptions and other things in action including contract rights belonging to either of them, shall be taken and deemed to be transferred to said Rutland Railroad Company, without further act or deed and all claims, demands, property, rights of way, and every other interest shall be as effectually the property of the Rutland Railroad Company as they were of the former corporations, parties to this agreement and act, and the title to all real estate taken by deed or otherwise under the laws of the State of New York, and the laws of the State of Vermont, and of the United States, vested in either of said corporations, parties to this agreement and act, shall not be deemed to revert or be in any way impaired by reason of this act and agreement, or anything done by virtue thereof, but shall be vested in said Rutland Railroad Company by virtue of this act of consolidation.

9. The rights of all creditors of, and all liens upon, the property of the Rutland Railroad Company and the rights of all creditors of, and all liens upon, the property of the Chatham & Lebanon Valley Railroad, cre-

ated by the direct corporate act of said Company, shall be preserved unimpaired, and the respective Corporations shall be deemed to continue in existence to preserve the same and all of the said debts and liabilities incurred by either of said Companies shall henceforth attach to said Rutland Railroad Company and be enforced against it and its property to the same extent as if incurred or contracted by it.

No action or proceeding in which either of said corporations is a party shall abate or be discontinued by this act of consolidation but may be conducted to final judgment in the name of such corporations or the Rutland Railroad Company by order of the Court may on motion be substituted.

10. It is further agreed between the parties hereto that upon the consummation of this agreement, said Rutland Railroad Company shall become obligated and bound to the faithful performance of all the terms and conditions contained in an indenture dated the 15th day of July, 1901, made from said Chatham & Lebanon Valley Railroad to the Standard Trust Company of New York, Trustee, and said Rutland Railroad Company does hereby assume the performance of all the conditions and matters contained in said indenture to be performed by said Chatham & Lebanon Valley Railroad.

IN WITNESS WHEREOF, said parties of the first part and second part have executed this agreement in duplicate and have hereto and thereto set their respective signatures and caused to be affixed the corporate seals of their respective companies of which they are respectively Di-

rectors and caused their corporate names to be signed
the day and year first above written.

PERCIVAL W. CLEMENT
GEORGE H. BALL
EDGAR HARDING
W. SEWARD WEBB
S. R. CALLAWAY
WM. C. ROBERTS
HENRY L. SPRAGUE
GEO. BIRD
E. V. W. ROSSITER

Directors of the CHATHAM & LEBANON VALLEY RAILROAD
CHATHAM & LEBANON VALLEY RAILROAD

By GEO. BIRD,

Vice President

(Corporate Seal)

Attest:

F. G. SMITH,
Secretary.

PERCIVAL W. CLEMENT
WALLACE C. CLEMENT
JOHN W. STEWART
GEORGE H. BALL
EDGAR HARDING
W. SEWARD WEBB
S. R. CALLAWAY
GEO. BIRD
E. V. W. ROSSITER

Directors of the RUTLAND RAILROAD COMPANY
RUTLAND RAILROAD COMPANY

By PERCIVAL W. CLEMENT

President

(Corporate Seal)

Attest:

HENRY G. SMITH
Secretary and Clerk.

STATE OF NEW YORK, }
 County of New York, } ss.:

On the 10th day of December, 1901, before me personally came George Bird to me known who, being duly sworn, did depose and say that he resided at the City of New York; that he is the Vice President and the duly authorized Agent of the Chatham & Lebanon Valley Railroad, the corporation described in and which executed the above instrument; that he knew the seal of said corporation; that the seal affixed to said instrument was such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order, and thereupon he duly acknowledged to me the execution of said instrument and that the same was the free act and deed of both himself and of said corporation.

(Seal)

A. LANSING BAIRD,
 Notary Public,
 N. Y. Co.

STATE OF NEW YORK, }
 County of New York, } ss.:

I, WILLIAM SOHMER, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, do HEREBY CERTIFY, That A. Lansing Baird, whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such proof or acknowledgment, a Notary Public in and for the County of New York, dwelling in the said County, commissioned and sworn, and duly authorized to take the same. And further, that I am well acquainted with the handwriting of such Notary, and verily believe that the signature to the said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the 11 day of Dec. 1901

(Seal)

WM. SOHMER
 Clerk.

STATE OF VERMONT, }
 County of Rutland, } ss.:

On the 19 day of Nov. in the year 1901, before me personally came Percival W. Clement to me known, who being duly sworn did depose and say that he resided in the City of Rutland, Vermont; that he is the President of the Rutland Railroad Company, the corporation described in and which executed the above instrument; that he knew the seal of said corporation; that the seal affixed to said instrument was such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order, and thereupon he duly acknowledged to me the execution of said instrument and that the same was the free act and deed of both himself and of said corporation.

(Seal)

WILL L. SARGEANT,
 Notary Public.

STATE OF VERMONT, }
 Rutland County, } ss.:

County Clerk's Office

I, HENRY A. HARMAN, Clerk of the County of Rutland and of the County Court thereof, which is a Court of Record having a seal, do hereby certify that Will L. Sargeant at the dates of his three signatures upon the written instrument to which this is attached, was a Notary Public, duly appointed by the Judges of said Court, commissioned and qualified, and dwelling within said County; all which appears by the files and records of this office according to law; that as such officer within this State, he was then duly authorized by the laws of this State to administer oaths, to take and certify affidavits and depositions to be read in the court of this State, and to take and certify the acknowledgment of deeds of lands to be recorded in this State; that I am well acquainted with his handwriting, and verily believe his signatures to the annexed certificates to be genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand, and affixed the Seal of said County Court, at the City of Rutland, this 19th day of November, A. D. one thousand nine hundred and one.

(Seal)

H. A. HARMAN
 Clerk

STATE OF VERMONT, }
County of Rutland, } ss.:

On this 19 day of November, 1901, before me personally came Percival W. Clement, Director of the Chatham & Lebanon Valley Railroad, to me known to be the person described in and who executed the foregoing agreement and who acknowledged to me that he executed the same for the uses and purposes therein expressed and also acknowledged the same to be his free act and deed.
(Seal)

WILL L. SARGEANT,
Notary Public.

STATE OF VERMONT, }
Rutland County, } ss.:

County Clerk's Office

I, HENRY A. HARMAN, Clerk of the County of Rutland and of the County Court thereof, which is a Court of Record having a seal do hereby certify that Will L. Sargeant at the date of his signature upon the written instrument to which this is attached, was a Notary Public, duly appointed by the Judges of said Court, commissioned and qualified, and dwelling within said County; all which appears by the files and records of this office according to law; that as such officer within this State, he was then duly authorized by the laws of this State to administer oaths, to take and certify affidavits and depositions to be read in the courts of this State, and to take and certify the acknowledgment of deeds of lands to be recorded in this State; that I am well acquainted with his handwriting, and verily believe his signature to the annexed certificate to be genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Seal of said County Court, at the City of Rutland, this 19th day of November, A. D. one thousand nine hundred and one.

(Seal)

H. A. HARMAN,
Clerk.

STATE OF VERMONT, }
County of Chittenden, } ss.:

On this 25 day of November, 1901, before me personally came W. Seward Webb, Director of the Chatham & Lebanon Valley Railroad, to me known to be the person described in and who executed the foregoing agreement and who acknowledged to me that he executed the same for the uses and purposes therein expressed and also acknowledged the same to be his free act and deed.

(Seal)

CHAS. J. RUSSELL
Notary Public.

STATE OF VERMONT, }
Chittenden County Clerk's Office, } ss.:

I, O. P. RAY, Clerk of the said County, and of the Courts of Record thereof, do hereby certify that C. J. Russell, Esq., whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument and thereon written, was, at the time of taking such proof or acknowledgment, a Notary Public in and for the said County of Chittenden, dwelling therein, commissioned, sworn and duly authorized to take the same, to administer oaths, take depositions and the acknowledgment of deeds and other conveyances of real estate to be recorded in said State. And further, that I am well

acquainted with the handwriting of said Notary, and verily believe that the signature to the said Certificate of proof or acknowledgment is genuine, and that the said instrument is executed and acknowledged according to the laws of the State of Vermont.

IN TESTIMONY WHEREOF, I have hereunto set my name and affixed the seal of said County and Court, at Burlington, this 25th day of November, A. D. 1901.

(Seal)

O. P. RAY
Clerk

COMMONWEALTH OF MASSACHUSETTS, }
County of Suffolk, } ss.:

On this 22d day of November, 1901, before me personally came George H. Ball, Director of the Chatham & Lebanon Valley Railroad, to me known to be the person described in and who executed the foregoing agreement and who acknowledged to me that he executed the same for the uses and purposes therein expressed and also acknowledged the same to be his free act and deed.

(Seal)

ROBERT LEVI,
Notary Public

COMMONWEALTH OF MASSACHUSETTS, }
Suffolk, } ss.:

Clerk's Office of Superior Court.

I, JOS. A. WILLARD of Boston, in said County, duly elected qualified and sworn as Clerk of the Superior Court for and within said County and Commonwealth, dwelling in Boston in said County, said Court being a Court of Record, with a seal which is hereto affixed, the

records and seal of which Court I have the custody, do herein and hereby in the performance of my duty as said Clerk, certify and attest that Robert Levi before whom the annexed affidavit, proof or acknowledgment was taken and subscribed, is a Notary Public, for, within, and including the whole of said Commonwealth, doing business in said County, and did business in said County when said proof or acknowledgment purports to have been made, duly appointed, commissioned, qualified, sworn and authorized by the laws of said Commonwealth to act as such; and also duly authorized by the laws of said Commonwealth to take affidavits and certify proofs of acknowledgments of deeds of conveyances for lands, tenements, hereditaments, lying and being in said Commonwealth; in any part thereof and to be recorded therein, wherever situated and however bounded, that he was at the time of taking the affidavit, proof or acknowledgment hereto annexed, such Notary Public, that due faith and credit are and ought to be given to his official acts; that I am well acquainted with his signature and handwriting, and I verily believe that the signature to the said affidavit proof or acknowledgment is genuine, and, further, that the annexed instrument is executed and acknowledged according to the laws of said Commonwealth.

WITNESS my hand and the seal of said Court at Boston, in said County and Commonwealth, this twenty second day of November A. D. 1901.

(Seal)

JOS. A. WILLARD
Clerk.

COMMONWEALTH OF MASSACHUSETTS, }
 County of Suffolk, } ss.:

On this 22d day of November, in the year 1901, before me personally came Edgar Harding, Director of the Chatham & Lebanon Valley Railroad, to me known to be the person described in and executed the foregoing agreement and who acknowledged to me that he executed the same for the uses and purposes therein expressed and also acknowledged the same to be his free act and deed.

ROBERT LEVI,
 Notary Public.

(Seal)

COMMONWEALTH OF MASSACHUSETTS, }
 Suffolk, } ss.:
 Clerk's Office of SUPERIOR COURT.

I, JOS. A. WILLARD, of Boston, in said County, duly elected qualified and sworn as Clerk of the Superior Court, for and within said County and Commonwealth, dwelling in Boston in said County, said Court being a Court of record, with a seal which is hereto affixed, the records and seal of which Court I have the custody, do herein and hereby, in the performance of my duty as said Clerk, certify and attest that Robert Levi before whom the annexed affidavit, proof or acknowledgment was taken and subscribed, is a Notary Public for, within, and including the whole of said Commonwealth, doing business in said County, and did business in said County when said proof or acknowledgment purports to have been made, duly appointed, commissioned, qualified, sworn and authorized by the laws of said Commonwealth to act as such; and also duly authorized by the laws of said Commonwealth to take affidavits and certify proofs of acknowledgments of deeds of conveyances for lands, tene-

ments, hereditaments, lying and being in said Commonwealth; in any part thereof and to be recorded therein wherever situated and however bounded, that he was at the time of taking the affidavit, proof or acknowledgment hereto annexed, such Notary Public that due faith and credit are and ought to be given to his official acts; that I am well acquainted with his signature and handwriting, and I verily believe that the signature to the said affidavit, proof or acknowledgment is genuine, and, further, that the annexed instrument is executed and acknowledged according to the laws of said Commonwealth.

Witness my hand and the seal of said Court at Boston, in said County and Commonwealth, this twenty-second day of November A. D. 1901.

JOS. A. WILLARD
Clerk.

CITY, COUNTY AND STATE OF }
NEW YORK } ss.:

On this 7th day of December, 1901, before me personally came S. R. Callaway and William C. Roberts Directors of the Chatham & Lebanon Valley Railroad, to me severally known to be the persons described in and who severally executed the foregoing agreement and who severally acknowledged to me that they executed the same for the uses and purposes therein expressed; and also acknowledged the same to be their free act and deed.

BRAINARD AVERY,
Notary Public No. 68
(Seal)

STATE OF NEW YORK, }
 County of New York, } ss.:

I, WILLIAM SOHMER, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, do HEREBY CERTIFY, That Brainard Avery whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such proof or acknowledgment, a Notary Public in and for the County of New York, dwelling in the said County, commissioned and sworn, and duly authorized to take the same. And further, that I am well acquainted with the handwriting of such Notary, and verily believe that the signature to the said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the 11 day of Dec. 1901

(Seal) Wm. SOHMER
 Clerk.

CITY, COUNTY AND STATE OF }
 NEW YORK } ss.:

On this 9th day of December, 1901, before me personally came Henry L. Sprague, Director of the Chatham & Lebanon Valley Railroad, to me known to be the person described in and who executed the foregoing agreement, and who acknowledged to me that he executed the same for the uses and purposes therein expressed; and also acknowledged the same to be his free act and deed.

(Seal) BRAINARD AVERY,
 Notary Public No. 68

STATE OF NEW YORK, }
 County of New York, } ss.:

I, WILLIAM SOHMER, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, DO HEREBY CERTIFY, That Brainard Avery whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such proof or acknowledgment, a Notary Public in and for the County of New York, dwelling in the said County, commissioned and sworn, and duly authorized to take the same. And further, that I am well acquainted with the handwriting of such Notary, and verily believe that the signature to the said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the 11 day of Dec. 1901

(Seal)

WM. SOHMER
 Clerk.

CITY, COUNTY AND STATE OF }
 NEW YORK } ss.:

On this 10th day of December, 1901 before me personally came E. V. W. Rossiter and George Bird, Directors of the Chatham & Lebanon Valley Railroad, to me severally known to be the persons described in and who severally executed the foregoing instrument, and who severally acknowledged to me that they executed the same for the uses and purposes therein expressed; and also acknowledged the same to be their free act and deed.

(Seal)

A. LANSING BAIRD,
 Notary Public,
 N. Y. Co.

STATE OF NEW YORK, }
 County of New York, } ss.:

I, WILLIAM SOHMER, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, DO HEREBY CERTIFY, That A. Lansing Baird whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such proof or acknowledgment, a Notary Public in and for the County of New York, dwelling in the said County, commissioned and sworn, and duly authorized to take the same. And further, that I am well acquainted with the handwriting of such Notary, and verily believe that the signature to the said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the 11 day of Dec. 1901

WM. SOHMER
 Clerk.

(Seal)

STATE OF VERMONT, }
 County of Rutland, } ss.:

On this 19 day of November, in the year 1901, before me personally came Percival W. Clement and Wallace C. Clement, Directors of the Rutland Railroad Company, to me severally known to be the persons described in and who severally executed the foregoing agreement and who severally acknowledged to me that they executed the same for the uses and purposes therein expressed and also acknowledged the same to be their free act and deed.

(Seal)

WILL L. SARGEANT,
 Notary Public.

STATE OF VERMONT, }
 Rutland County, } ss.:

County Clerk's Office

I, HENRY A. HARMAN, Clerk of the County of Rutland and of the County Court thereof, which is a Court of Record having a seal, do hereby certify that Will L. Sargeant at the date of his signature upon the written instrument to which this is attached, was a Notary Public, duly appointed by the Judges of said Court, commissioned and qualified, and dwelling within said County; all which appears by the files and records of this office, according to law; that as such officer within this State, he was then duly authorized by the laws of this State to administer oaths, to take and certify affidavits and depositions to be read in the courts of this State, and to take and certify the acknowledgment of deeds of lands to be recorded in this State; that I am well acquainted with his handwriting, and verily believe his signature to the annexed certificate to be genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand, and affixed the Seal of said County Court, at the City of Rutland, this 19th day of November, A. D. one thousand nine hundred and one.

(Seal)

H. A. HARMAN
 Clerk.

STATE OF VERMONT, }
 County of Chittenden, } ss.:

On this 25 day of November, in the year 1901, before me personally came W. Seward Webb, Director of the Rutland Railroad Company, to me known to be the person described in and who executed the foregoing agreement and who acknowledged to me that he executed the

same for the uses and purposes therein expressed and also acknowledged the same to be his free act and deed.

(Seal)

CHAS. J. RUSSELL,
Notary Public

STATE OF VERMONT,
Chittenden County Clerk's Office, } ss.:

I, O. P. RAY, Clerk of the said County and of the Courts of Record, thereof, do hereby certify that C. J. Russell Esq. whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument and thereon written, was, at the time of taking such proof or acknowledgment, a Notary Public, in and for the said County of Chittenden, dwelling therein commissioned, sworn and duly authorized to take the same; to administer oaths, take depositions and the acknowledgment of deeds and other conveyances of real estate to be recorded in said State. And further, that I am well acquainted with the handwriting of said Notary, and verily believe that the signature to the said Certificate of proof or acknowledgment is genuine, and that the said instrument is executed and acknowledged according to the laws of the State of Vermont.

IN TESTIMONY WHEREOF, I have hereunto set my name and affixed the seal of said County and Court, at Burlington, this 25th day of November, A. D. 1901.

(Seal)

O. P. RAY
Clerk.

STATE OF VERMONT, }
 County of Addison, } ss.:

On this 20th day of November, in the year 1901, before me personally came John W. Stewart, Director of the Rutland Railroad Company, to me known to be the person described in and who executed the foregoing agreement and who acknowledged to me that he executed the same for the uses and purposes therein expressed and also acknowledged the same to be his free act and deed.

(Seal)

CHAS. E. PINNEY,
 Notary Public.

STATE OF VERMONT, }
 Addison County, } ss.:

I, RUFUS WAINRIGHT, Clerk of said County and of the Courts of Record thereof, hereby certify that Chas. E. Pinney whose signature appears to the certificate of proof or acknowledgment of the annexed instrument was at the date thereof, a Notary Public in and for said County, duly appointed and qualified, and empowered by the laws of said State to administer oaths, take acknowledgments of deeds and perform such other duties as by the laws of nations or according to commercial usage may be performed by Notaries Public; and that to his acts and attestations, as such, full faith and credit are ought to be given in court and out.

I further certify that I am well acquainted with the handwriting of said Notary Public and verily believe said signature, purporting to be his, is genuine; that the seal thereto attached is a correct impression of his official seal, and that said instrument is executed and acknowledged according to the laws of this State.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the County Court for said County, at Middlebury, this 20th day of November A. D. 1901.

(Seal)

RUFUS WAINRIGHT
Clerk.

COMMONWEALTH OF MASSACHUSETTS, }
County of Suffolk, } ss.:

On this 22d day of November, in the year 1901, before me personally came Edgar Harding, Director of the Rutland Railroad Company, to me known to be the person described in and who executed the foregoing agreement and who acknowledged to me that he executed the same for the uses and purposes therein expressed and also acknowledged the same to be his free act and deed.

(Seal)

ROBERT LEVI
Notary Public

COMMONWEALTH OF MASSACHUSETTS, }
Suffolk, } ss.:

Clerk's Office of Superior Court.

I, JOS. A. WILLARD, of Boston, in said County, duly elected qualified and sworn as Clerk of the Superior Court, for and within said County and Commonwealth, dwelling in Boston in said County, said Court being a Court of record with a seal which is hereto affixed, the records and seal of which Court I have the custody, do herein and hereby, in the performance of my duty as said Clerk certify and attest that Robert Levi before whom the annexed affidavit, proof or acknowledgment was taken and subscribed, is a Notary Public for, within and including the whole of said Commonwealth, doing business, and residing in said County, and did business,

and resided in said County when said proof or acknowledgment purports to have been made, duly appointed, commissioned qualified, sworn and authorized by the laws of said Commonwealth to act as such; and also duly authorized by the laws of said Commonwealth to take affidavits and certify proofs of acknowledgments of deeds of conveyances for lands, tenements, hereditaments lying and being in said Commonwealth, in any part thereof and to be recorded therein, wherever situated and however bounded, that he was at the time of taking the affidavit, proof or acknowledgment, hereto annexed, such Notary Public that due faith and credit are and ought to be given to his official acts; that I am well acquainted with his signature and handwriting, and I verily believe that the signature to the said affidavit, proof or acknowledgment is genuine, and further, that the annexed instrument is executed and acknowledged according to the laws of said Commonwealth.

Witness my hand and the seal of said Court at Boston, in said County and Commonwealth, this 22nd day of November, A. D. 1901.

(Seal)

JOS. A. WILLARD
Clerk.

COMMONWEALTH OF MASSACHUSETTS, }
County of Suffolk, } ss.:

On this 22d day of November, in the year 1901, before me personally came George H. Ball, Director of the Rutland Railroad Company, to me known to be the person described in and who executed the foregoing agreement and who acknowledged to me that he executed the same for the uses and purposes therein expressed and also acknowledged the same to be his free act and deed.

(Seal)

ROBERT LEVI
Notary Public.

COMMONWEALTH OF MASSACHUSETTS, }
 Suffolk; } ss. :

Clerk's Office of Superior Court.

I, JOS. A. WILLARD of Boston, in said County, duly elected qualified and sworn as Clerk of the Superior Court, for and within said County and Commonwealth, dwelling in Boston in said County, said Court being a Court of record with a seal which is hereto affixed, the records and seal of which Court I have the custody. do herein and hereby, in the performance of my duty as said Clerk, certify and attest that Robert Levi before whom the annexed affidavit, proof or acknowledgment was taken and subscribed, is a Notary Public for within and including the whole of said Commonwealth, doing business in said County, and did business, in said County when said proof or acknowledgment purports to have been made, duly appointed, commissioned, qualified sworn and authorized by the laws of said Commonwealth to act as such; and also duly authorized by the laws of said Commonwealth to take affidavits and certify proofs of acknowledgments of deeds of conveyances for lands, tenements, hereditaments, lying and being in said Commonwealth; in any part thereof and to be recorded therein, wherever situated and however bounded, that he was at the time of taking the affidavit, proof or acknowledgment, hereto annexed, such Notary Public, that due faith and credit are and ought to be given to his official acts; that I am well acquainted with his signature and handwriting and I verily believe that the signature to the said affidavit, proof or acknowledgment is genuine, and, further, that the annexed instrument is executed and acknowledged according to the laws of said Commonwealth.

Witness my hand and the seal of said Court at Boston, in said County and Commonwealth, this 22nd day of November A. D. 1901.

(Seal)

JOS. A. WILLARD
 Clerk.

CITY, COUNTY AND STATE OF NEW YORK, ss.:

On this 7th day of December, 1901, before me personally came S. R. Callaway, Director of the Rutland Railroad Company, to me known to be the person described in and who executed the foregoing agreement, and who acknowledged to me that he executed the same for the uses and purposes therein expressed; and also acknowledged the same to be his free act and deed.

(Seal)

BRAINARD AVERY,
Notary Public No. 68.

STATE OF NEW YORK, }
County of New York, } ss.:

I, WILLIAM SOHMER, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, do HEREBY CERTIFY, That Brainard Avery whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such proof or acknowledgment, a Notary Public in and for the County of New York, dwelling in the said County, commissioned and sworn, and duly authorized to take the same. And further, that I am well acquainted with the handwriting of such Notary, and verily believe that the signature to the said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the 11 day of Dec. 1901

(Seal)

WM. SOHMER
Clerk.

CITY, COUNTY AND STATE OF NEW YORK, ss.:

On this 10th day of December, 1901, before me personally came E. V. W. Rossiter and George Bird, Directors of the Rutland Railroad Company, to me severally known to be the persons described in and who executed the foregoing instrument, and who severally acknowledged to me that they executed the same for the uses and purposes therein expressed; and also acknowledged the same to be their free act and deed.

(Seal)

A. LANSING BAIRD,
Notary Public, N. Y. Co.

STATE OF NEW YORK }
County of New York } ss.:

I, WILLIAM SOHMER, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, do HEREBY CERTIFY, That A. Lansing Baird whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such proof or acknowledgment, a Notary Public in and for the County of New York, dwelling in the said County, commissioned and sworn, and duly authorized to take the same. And further, that I am well acquainted with the handwriting of such Notary, and verily believe that the signature to the said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the 11 day of Dec. 1901.

(Seal)

WM. SOHMER
Clerk.

I, Frank G. Smith, Secretary of the Chatham & Lebanon Valley Railroad, a corporation duly organized and existing under the laws of the State of New York, do hereby certify, under the corporate seal of said Company, that the annexed agreement bearing date the 1st. day of November, 1901, for the consolidation of the said Chatham & Lebanon Valley Railroad with the Rutland Railroad Company, under the name of Rutland Railroad Company as the corporate name of such new corporation, was submitted to the stockholders of said Chatham & Lebanon Valley Railroad at a special meeting of said stockholders called and held at the office of said Company in the City of New York, County and State of New York, on the 21st day of December, 1901, for the purpose of taking the same into consideration; that due notice of the time and place of holding said meeting and the object thereof, was given by the said Chatham & Lebanon Valley Railroad to its stockholders by written or printed notices addressed to each of the persons in whose name the capital stock of such corporation, at the time of giving such notice, stood on the books thereof, and that such notice was delivered to such persons respectively or sent to them by mail, postage prepaid, when their postoffice addresses were known to said corporation, at least thirty days before the time of holding such meeting, and that a general notice of the time and place and the object of such meeting was published at least once each week for four weeks successively in the Chatham Courier being a newspaper published and printed in Chatham, State of New York, in which place said Chatham & Lebanon Valley Railroad has its principal office and place of business and in the Sun a newspaper published and printed in the City of New York; that at such meeting of such stockholders the aforesaid annexed agreement was considered and a vote taken by ballot for the adoption or rejection of the same in pursuance of and in conformity with the provisions of the statutes in such case made and provided and said ballots were cast in person or by proxy,

and that upon said ballots being counted votes of the stockholders owning at least two-thirds of all the stock of said corporation were cast for the adoption of said agreement for the consolidation, there having been cast for such adoption the votes of 9980 shares, and that such 9980 shares constitute more than two-thirds of the stock of such corporation; that such agreement for the consolidation was thereupon duly declared adopted.

IN WITNESS WHEREOF, I, Frank G. Smith, the said Secretary of the Chatham & Lebanon Valley Railroad, have hereto certified to the above facts upon the said agreement for consolidation, and hereunto set my hand and affix the corporate seal of said Chatham & Lebanon Valley Railroad this 20th day of December, 1901.

(Corporate Seal)

FRANK G. SMITH,
Secretary of the Chatham & Lebanon
Valley Railroad.

STATE OF NEW YORK, }
County of New York, } ss.:

On the 20th day of September, 1901, before me the undersigned a Notary Public in and for said County, personally appeared Frank G. Smith, who signed the foregoing certificate as Secretary of the Chatham & Lebanon Valley Railroad, and known to me to be such secretary, and who, being by me duly sworn, did depose and say, that he is the Secretary of the said Chatham & Lebanon Valley Railroad and knows the corporate seal thereof and that the seal affixed to said certificate is such corporate seal, and was so affixed by the order of the Board of Directors of said Company, and that he signed the same by like order.

IN WITNESS WHEREOF, I hereunto set my hand and seal the day and year above set forth.

(Seal)

A. LANSING BAIRD,
Notary Public, N. Y. Co.

STATE OF NEW YORK, }
 County of New York, } ss.:

I, WILLIAM SOHMER, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, Do HEREBY CERTIFY, That A. LANSING BAIRD, whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such proof or acknowledgment, a Notary Public in and for the County of New York, dwelling in the said County, commissioned and sworn, and duly authorized to take the same. And further, that I am well acquainted with the handwriting of such Notary, and verily believe that the signature to the said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the 20 day of Dec., 1901.

(Seal) WM. SOHMER,
Clerk.

I, HENRY G. SMITH, Clerk and Secretary of the Rutland Railroad Company, a corporation duly organized and existing under the laws of the State of Vermont, do hereby certify, under the corporate seal of said Company, that the annexed agreement bearing date the 1st day of November, 1901, for a consolidation of the said Rutland Railroad Company with the Chatham & Lebanon Valley Railroad under the name of Rutland Railroad Company, as the corporate name of such new corporation was submitted to the stockholders of said Rutland Railroad Company at a special meeting of said stockholders called and held at the office of said Company, in the City of Rutland, Rutland County, Vermont, on the 21st day of December, 1901, for the purpose of taking the same into consideration; that due notice of

the time and place of holding said meeting, and the object thereof, was given by the said Rutland Railroad Company to its stockholders by written or printed notices addressed to each of the persons in whose name the capital stock of such corporation, at the time of the giving of such notice, stood on the books thereof, and that such notice was delivered to such persons, respectively, or sent to them by mail, postage prepaid, when their postoffice addresses were known to said corporation, at least thirty days before the time of holding such meeting, and that a general notice of the time and place, and the object of such meeting was published at least once each week for four weeks successively in the Rutland Herald, being a newspaper published and printed in the City of Rutland, State of Vermont, in which City said Rutland Railroad Company has its principal office and place of business; that at such meeting of such stockholders the aforesaid annexed agreement was considered and a vote taken by ballot for the adoption or rejection of the same in pursuance of and in conformity with the provisions of the statutes in such case made and provided and said ballots were cast in person or by proxy, and that upon said ballots being counted votes of stockholders owning at least two-thirds of all the stock of said corporation were cast for the adoption of said agreement for consolidation, there having been cast for such adoption the votes of 66444 shares, and that such shares constitute more than two-thirds of the stock of such corporation; that such agreement for consolidation was thereupon duly declared adopted.

IN WITNESS WHEREOF, I, Henry G. Smith, Clerk and Secretary of the Rutland Railroad Company have hereunto certified to the above facts upon the said agreement for consolidation, and hereunto set my hand and affix the corporate seal of said Rutland Railroad Company this 21st day of December, 1901.

(Corporate Seal)

HENRY G. SMITH,
Clerk and Secretary of the
Rutland Railroad Company

STATE OF VERMONT, }
 County of Rutland, } ss. :

On this 21st day of December, 1901, before me the undersigned, a Notary Public in and for said County, personally appeared Henry G. Smith who signed the foregoing certificate as Clerk and Secretary of the Rutland Railroad Company, and known to me to be such Clerk and Secretary, and who, being by me duly sworn, did depose and say that he is the Clerk and Secretary of said Rutland Railroad Company and knows the corporate seal thereof and that the seal affixed to said certificate is such corporate seal, and was so affixed by the order of the Board of Directors of said Company and that he signed the same by like order.

IN WITNESS WHEREOF, I hereunto set my hand and seal the day and year above set forth.

(Seal)

WILL L. SARGEANT,
 Notary Public.

STATE OF VERMONT, }
 Rutland County, } ss.:

County Clerk's Office

I, HENRY A. HARMAN, Clerk of the County of Rutland and of the County Court thereof, which is a Court of Record having a seal, do hereby certify that Will L. Sargeant at the date of his signature upon the written instrument to which this is attached, was a Notary Public, duly appointed by the Judges of said Court, commissioned and qualified, and dwelling within said County; all which appears by the files and records of this office according to law; that as such officer within this State, he was then duly authorized by the laws of this State to administer oaths, to take and certify affidavits and depositions to be read in the Courts of this State, and to take and certify the acknowledgment of deeds of lands to be recorded in this State; that I am well acquainted with his handwriting, and verily believe his signature to the annexed certificate to be genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand, and affixed the Seal of said County Court, at the City of Rutland, this 21st day of December, A. D. one thousand nine hundred and one.

(Seal)

H. A. HARMAN
 Clerk.

STATE OF VERMONT.

OFFICE OF THE SECRETARY OF STATE.

I HEREBY CERTIFY That the foregoing is a true copy of the AGREEMENT OF CONSOLIDATION between the Directors of the Chatham & Lebanon Valley Railroad and the Chatham & Lebanon Valley Railroad, party of the first part, and the Directors of the Rutland Railroad Company and the Rutland Railroad Company, party of the second part, filed in the office of the Secretary of State December 23, 1901, as appears by the files and records of this office.

WITNESS my signature and the seal of this office, at Montpelier, this sixth day of January, one thousand nine hundred two.

[SEAL]

FRED A. HOWLAND,
Secretary of State.

(Endorsed)
Consolidation Agreement between
Chatham and Lebanon Valley Railroad
&
Rutland Railroad Company
forming
Rutland Railroad Company.
STATE OF NEW YORK
OFFICE of SECRETARY of STATE.
Filed and Recorded Dec. 24, 1901,
J. B. H. MONGIN,
Deputy Secretary of State.

STATE OF NEW YORK, }
Office of the Secretary of State, } ss.:

I have compared the preceding with the original Consolidation Agreement between the Chatham and Lebanon Valley Railroad and the Rutland Railroad Company, filed and recorded in this office on the 24th day of December, 1901, and do HEREBY CERTIFY the same to be a correct transcript therefrom and of the whole thereof.

WITNESS my hand and seal of office of the Secretary of State, at the City of Albany, this seventh day of January one thousand nine hundred and two.

J. B. H. MONGIN
Deputy Secretary of State.